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Mar 23, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # S19214

1. Corporation Name
TRANS-PHOS, INC.



Principal Place of Business 4001 NORALYN MINE RD. PO BOX 2026 BARTOW FL 33830 US	Mailing Address P O BOX 2026 PO BOX 2026 BARTOW FL 33831-2026 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21	2a. Mailing Address 26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip 24	Country 25
Country 29	Zip 30

3. Date Incorporated or Qualified 12/18/1990	Applied For Not Applicable
4. FEI Number 59-3042773	
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**WHITNEY, RICHARD L.
 NORALYN MINE RD & S.R. #640
 BARTOW 33830**

10. Name and Address of New Registered Agent

81 Name	
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL
85 Zip Code	

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	PDC	<input type="checkbox"/> DELETE
NAME	WHITNEY, RICHARD L.	
STREET ADDRESS	NORALYN MINE RD.	
CITY-ST-ZIP	BARTOW FL	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	WHITNEY, WILLIAM A.	
STREET ADDRESS	NORALYN MINE RD.	
CITY-ST-ZIP	BARTOW FL	
TITLE	VDST	<input type="checkbox"/> DELETE
NAME	WHITNEY, DAVID	
STREET ADDRESS	NORALYN MINE RD.	
CITY-ST-ZIP	BARTOW FL	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	WHITNEY, SAM R.	
STREET ADDRESS	NORALYN MINE RD.	
CITY-ST-ZIP	BARTOW FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	WHITNEY, ROBERT L.	
STREET ADDRESS	1294 HIDDEN WOODS	
CITY-ST-ZIP	ZEPHYR COVE NV	
TITLE	ATAS	<input type="checkbox"/> DELETE
NAME	BEDFORD, HARRY S III	
STREET ADDRESS	NORALYN NINE ROAD	
CITY-ST-ZIP	BARTOW FL	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	PDC	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	MORAN, PAT	
4.3 STREET ADDRESS	15301 VIA DE LAS OIAS	
4.4 CITY-ST-ZIP	PACIFIC PALISADES, CA 90272	
5.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS	NORALYN MINE RD	
5.4 CITY-ST-ZIP	BARTOW, FL	
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: _____ DATE: **3/17/1999** DAYTIME PHONE #: **941-534-1575**

CR2E034 (11/98)